



BANK OF BOSTON

RECORDATION NO. 16168-388
FILED 1993

January 5, 1993 JAN 6 1993 -3 15 PM

INTERSTATE COMMERCE COMMISSION

3-006A028

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

Dear Ms. McGee:

We have enclosed two originals of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Partial Termination of Security Agreement by The First National Bank of Boston and Exhibit A

The primary document to which this is connected is duly recorded under Recordation Number 16168 filed on January 18, 1989 at 10:55 AM.

The secondary document is a Partial Termination of Security Agreement. The names and addresses of the parties to the document are as follows:

Secured Party: The First National Bank of Boston
100 Federal Street
Boston, MA 02110

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document follows:

- (34) 4000 C.F. Covered Hopper Railcars;
- (95) 4600 C.F. or greater Covered Hopper Railcars.

A more complete description of the equipment covered by the document is set forth on the attached Exhibit A to the Partial Termination of Security Agreement..

A fee of \$17.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.

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A short summary of the document to appear in the index follows:

"Partial Termination of Security Agreement between The First National Bank of Boston, 100 Federal Street, Boston, MA 02110 (Secured Party) and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111 (Debtor) of the following equipment: (34) 4000 C.F. Covered Hopper Railcars; (95) 4600 C.F. or greater Covered Hopper Railcars."

Very truly yours,
The First National Bank of Boston

By: 

James D. Tighe
Vice President

Enclosures: (2) Partial Termination of Security Agreement with Exhibit A

JDT:dlp

Interstate Commerce Commission
Washington, D.C. 20423

1/7/93

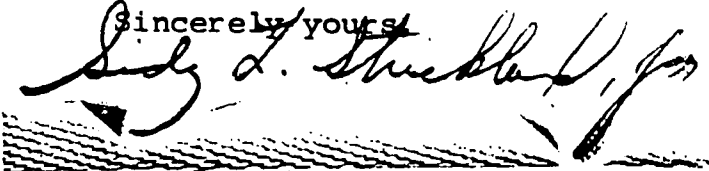
OFFICE OF THE SECRETARY

James D. Tighe

The First National Bank Of Boston
100 Federal Street
Boston, MA. 02106

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/6/93 at 3:15pm, and assigned re-recording number(s). 16168-LL

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

PARTIAL TERMINATION OF
SECURITY AGREEMENT

JAN 6 1993 -3 15 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of November 25, 1992, by The First National Bank of Boston, on behalf of itself and as agent, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("HELM").

1. **Recitals.** Helm owns one hundred twenty-nine (129) Covered Hoppers bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

2. **Termination of Security Interest.** The Bank security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Bank's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,
on behalf of itself and as agent

By: Barbara Wilson

Title: Vice President

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 5th day of January 1993, before me, personally appeared Barbara
W. Wilson to me personally know, who being by me duly sworn, says that he is a
Vice President of **The First National Bank of Boston**, that said instrument was signed
on behalf of said association by authority of its Board of Directors; and he acknowledged that the
execution of the foregoing instrument was the free act and deed of said association.



Notary Public

My Commission Expires:

12-12-97

- (34) 4000 cubic foot capacity covered hopper railcars,
 (95) 4600 cubic foot capacity (or greater) hopper railcars.

4000 CUBIC FOOT CAPACITY

OLD NUMBER	RESTENCIL #
SCL240468	SIRX400119
SCL240969	SIRX400116
SBD246028	SIRX400117
SBD246043	SIRX400118
SCL240964	SIRX400106
SBD245604	SIRX400107
CSXT245207	SIRX400113
SCL240328	SIRX400112
SCL245159	SIRX400108
SCL240306	SIRX400109
SCL240543	SIRX400114
SCL240426	SIRX400111
CSXT245856	SIRX400110

4600 OR GREATER CUBIC FOOT CAPACITY

OLD NUMBER	RESTENCIL #
SBD247830	SIRX460149
LN240908	SIRX460150
CSXT246614	SIRX460155
LN241097	SIRX460093
LN241212	SIRX460077
CSXT248464	SIRX460094
SBD248629	SIRX460085
CSXT248486	SIRX460076
SBD248568	SIRX460078
SBD248591	SIRX460075
BO606046	SIRX460079
CSXT255691	SIRX470091
LN241078	SIRX460095
SBD246527	SIRX460091
CSXT246813	SIRX460090
LN205156	SIRX460096
CSXT248643	SIRX460139
LN240925	SIRX460110
SBD246652	SIRX460121
SBD246919	SIRX460123

Old	Number	New Number
SBD	245673	SIRX400016
CSXT	245710	SIRX400018
SCL	240563	SIRX400019
SBD	245649	SIRX400021
CSXT	253747	SIRX400023
SBD	245034	SIRX400030
SBD	245550	SIRX400031
SBD	245646	SIRX400032
SBD	245699	SIRX400033
SBD	245803	SIRX400034
SBD	245953	SIRX400035
SCL	240070	SIRX400036
SCL	240077	SIRX400037
SCL	240282	SIRX400038
SCL	240344	SIRX400039
SCL	240472	SIRX400040
SCL	240482	SIRX400041
SCL	240622	SIRX400042
SCL	240835	SIRX400043
SCL	240942	SIRX400044
SBD	246611	SIRX400062
LN	240655	SIRX460020
SBD	248674	SIRX460021
SBD	246972	SIRX460022
CSXT	248691	SIRX460023
CSXT	248666	SIRX460024
LN	240540	SIRX460025
LN	240771	SIRX460026
CSXT	248231	SIRX460027
LN	241143	SIRX460028
LN	241026	SIRX460029
LN	240827	SIRX460030
LN	241190	SIRX460031
LN	241580	SIRX460032
SBD	248631	SIRX460033
SBD	248584	SIRX460034
LN	205119	SIRX460098
LN	205153	SIRX460099
LN	240618	SIRX460101
LN	240624	SIRX460102
LN	240639	SIRX460103
LN	240707	SIRX460104
LN	240714	SIRX460105
LN	240787	SIRX460106
LN	240795	SIRX460107

Old	Number	New Number
LN	240857	SIRX460108
LN	240906	SIRX460109
LN	240947	SIRX460111
LN	241011	SIRX460112
LN	241032	SIRX460114
LN	241098	SIRX460115
LN	241159	SIRX460116
LN	241187	SIRX460117
LN	241552	SIRX460118
SBD	246620	SIRX460120
SBD	248466	SIRX460124
SBD	248469	SIRX460125
SBD	248498	SIRX460126
SBD	248517	SIRX460127
SBD	248535	SIRX460129
SBD	248536	SIRX460130
SBD	248625	SIRX460132
SBD	248652	SIRX460133
SBD	248657	SIRX460134
CSXT	203154	SIRX460135
CSXT	248003	SIRX460136
CSXT	248458	SIRX460137
CSXT	248531	SIRX460138
CSXT	248668	SIRX460140
CSXT	248685	SIRX460141
CSXT	248693	SIRX460142
BO	606369	SIRX460143
BO	837003	SIRX460145
BO	837005	SIRX460146
BO	837008	SIRX460147
BO	837045	SIRX460148
SBD	248581	SIRX460151
LN	205115	SIRX460152
LN	240991	SIRX460153
LN	240686	SIRX460154
SBD	246806	SIRX460156
SBD	248488	SIRX460157
LN	241099	SIRX460158
SBD	246844	SIRX460159
LN	240987	SIRX460160
CSXT	248449	SIRX460161
LN	240784	SIRX460162
LN	241035	SIRX460163
LN	241259	SIRX460164
SBD	246832	SIRX460165
LN	205116	SIRX460166

Old	Number	New Number
CSXT	246908	SIRX460167
BO	603591	SIRX470159
BO	602076	SIRX470160
CSXT	254009	SIRX470094
CSXT	256412	SIRX470097